

~~FILED DEC - 6 2002~~

UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF PENNSYLVANIA

02 DEC -5 PM 6:23

FILED DEC - 5 2002

IN RE WELLBUTRIN SR/ZYBAN
ANTITRUST LITIGATION

Master File No. 02-CV-4398

THIS DOCUMENT RELATES TO:

Judge Bruce W. Kauffman

ALL ACTIONS

ORAL ARGUMENT REQUESTED

**MOTION OF DEFENDANTS TO DISMISS
PLAINTIFFS' COMPLAINT**

Defendants, GlaxoSmithKline PLC and SmithKline Beecham Corp. d/b/a GlaxoSmithKline, hereby move pursuant to Federal Rule of Civil Procedure 12(b)(6) for an order dismissing Plaintiffs' Complaint ("Complaint") on the grounds that the Complaint fails to state a claim upon which relief can be granted. In further support of the motion, Defendants respectfully refer the Court to the reasons set forth in the Memorandum In Support Of Motion to Dismiss, filed herewith.

WHEREFORE Defendants respectfully request the Court to enter an order dismissing with prejudice all counts alleged in the Complaint against Defendants in their entirety.

Respectfully submitted,



Mark S. Stewart
Leslie E. John
Ballard Spahr Andrews & Ingersoll, LLP
1735 Market Street, 51st Floor
Philadelphia, PA 19103-7599
(215) 864-8225

William J. Baer
Kenneth A. Letzler
Cathy Hoffinan
Amy Ralph Mudge
June Im
H. Holden Brooks
Arnold & Porter
555 12th St., NW
Washington, DC 20002
(202) 942-5000

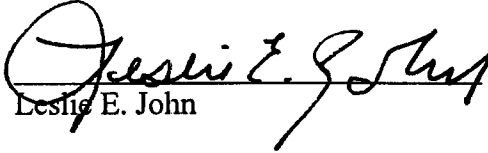
Timothy A. Thelen
Assistant General Counsel
GlaxoSmithKline
Five Moore Drive
Research Triangle Park, NC 27709
Telephone: (919) 483-1480
Facsimile: (919) 315-1044

Counsel for GLAXOSMITHKLINE PLC
and SMITHKLINE BEECHAM CORP.
d/b/a GLAXOSMITHKLINE

Dated: December 5, 2002

CERTIFICATE OF SERVICE

I certify that the foregoing Defendants' Motion to Dismiss was served on the counsel listed in the service list below by fax and overnight mail on December 5, 2002.


Leslie E. John

SERVICE LIST

Anthony J. Bolognese
BOLONESE & ASSOCIATES, LLC
1617 JFK Boulevard, Suite 650
Philadelphia, PA 19103

Telephone: (215) 814-6750
Facsimile: (215) 814-6764

Marc A. Topaz
Joseph H. Meltzer
SCHIFFRIN & BARROWAY, LLP
Three Bala Plaza East
Suite 400
Bala Cynwyd, PA 19004

Telephone: (610) 667-7706
Facsimile: (610) 667-7056

J. Douglas Richards
Michael M. Buchman
MILBERG WEISS BERSHAD
HYNES & LERACH, LLP
One Pennsylvania Plaza
New York, NY 10119

Telephone: (212) 594-5300
Facsimile: (212) 868-1229

Thomas M. Sobol
Jeniene Andrews-Matthews
HAGENS BERMAN, LLP
225 Franklin Street
Boston, MA 02107

Telephone: (617) 482-3700
Facsimile: (617) 482-3003

Christopher A. O'Hara
1301 5th Avenue, Suite 2900
Seattle, WA 98101

Telephone: (206) 623-7293
Facsimile: (206) 623-0594